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April 6, 2000

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**BY HAND DELIVERY**

Ms. Magalie R. Salas  
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Federal Communications Commission  
The Portals  
445 Twelfth Street, S.W.  
Washington, D.C. 20554

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APR - 6 2000

FEDERAL COMMUNICATIONS COMMISSION  
OFFICE OF THE SECRETARY

**Re: Applications for Transfer of Control of Qwest  
Communications International Inc. and U S WEST, Inc.,  
CC Docket No. 99-272**

Dear Ms. Salas:

I am writing on behalf of Qwest Communications International Inc. ("Qwest") to notify you of an *ex parte* presentation yesterday regarding the proceeding referred to above. R. Steven Davis, Senior Vice President, Government Affairs, Qwest; Joe Glynn, Vice President, IP Connectivity Product Management, Qwest; Peter Rohrbach, Linda Oliver and the undersigned of Hogan & Hartson L.L.P. on behalf of Qwest; Dan Poole, Associate General Counsel, U S WEST, Inc. ("U S WEST"); Melissa Newman, Vice President, Regulatory Affairs, U S WEST; William Lake of Wilmer Cutler & Pickering, on behalf of U S WEST; Kenneth L. Williams, Washington Representative of the Montana Power Company; and Charles Helein, of The Helein Law Group, P.C., on behalf of Touch America, Inc. ("Touch America"); met with Robert Atkinson, Deputy Chief, Common Carrier Bureau; Michelle Carey, Chief, Policy and Program Planning Division, Common Carrier Bureau; Margaret Egler, Assistant Chief, Policy and Program Planning Division; Chris Libertelli and Henry Thaggert, of the Policy and Program Planning Division staff; and Michael Kende of the Office of Plans and Policy.

The purpose of the meeting was to provide further information regarding the divestiture to Touch America of Qwest's interLATA business within the U S WEST region in connection with Qwest's merger with U S WEST. Representatives of the parties described Qwest's plans to provide Internet services to customers, and Touch America's plans to provide in-region interLATA

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Magalie R. Salas  
April 6, 2000  
Page 2

transmission service to such customers as their Global Service Provider ("GSP"), similar to the arrangements of other Bell operating company affiliates. The discussion focused on the attached materials, which were handed out during the meeting. A more detailed description will be filed with the report required in *Qwest Communications International Inc. and U S WEST, Inc. Applications for Transfer of Control of Domestic and International Sections 214 and 310 Authorizations and Application to Transfer Control of a Submarine Cable Landing License*, CC Docket No. 99-272, Memorandum Opinion and Order, FCC 00-91 (released Mar. 10, 2000).

I am submitting herewith two copies of this notice to the Secretary, as required by the Commission's rules. Please return a date-stamped copy of the enclosed (copy provided).

Please contact me if you have any questions.

Respectfully submitted,



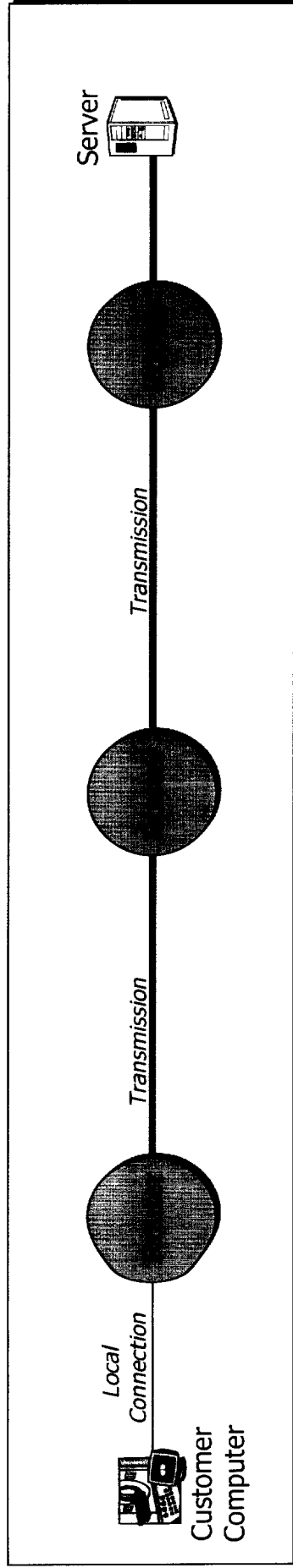
David L. Sieradzki  
Counsel for Qwest Communications  
Corporation

Enclosures

cc: Robert Atkinson  
Michelle Carey  
Margaret Egler  
Henry Thaggert  
Chris Libertelli  
Michael Kende  
Parties in CC Docket No. 99-272

# Internet Basics

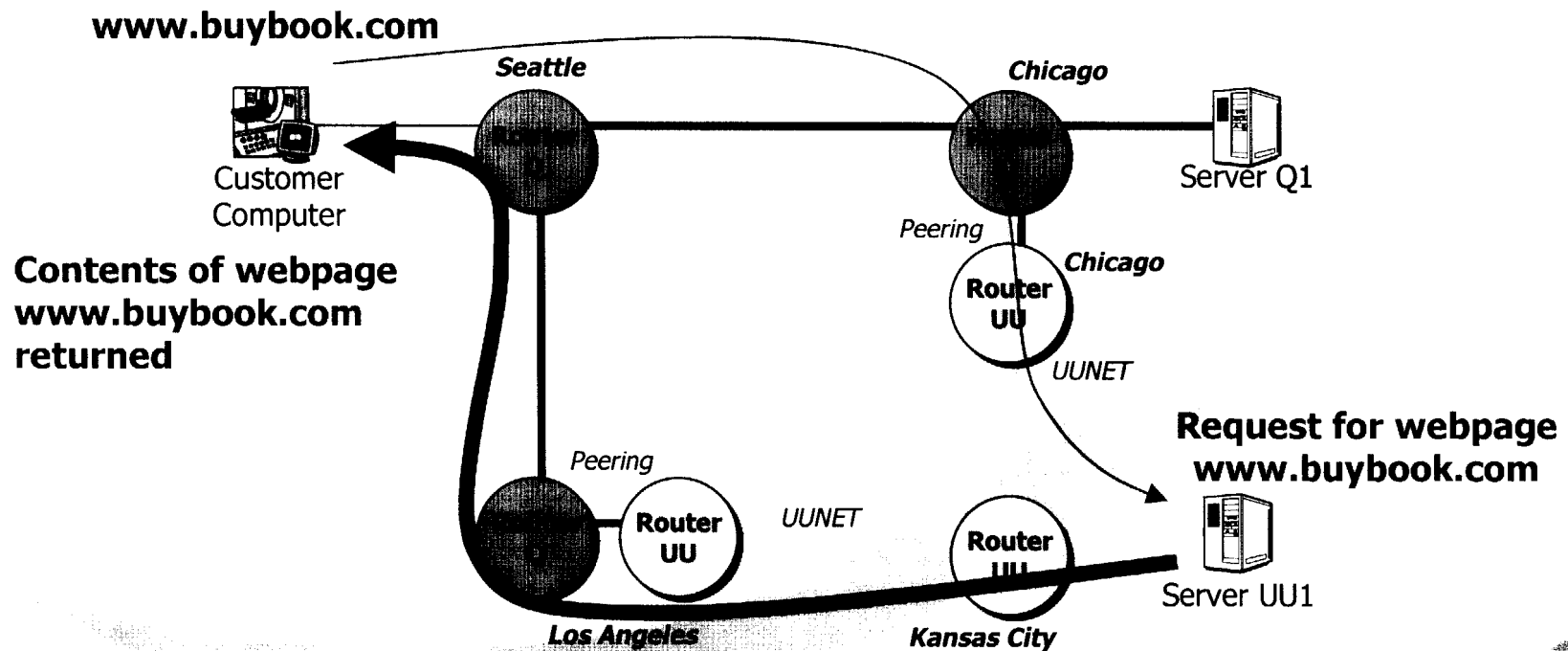
## Physical Components



Qwest Internet Access Product Management



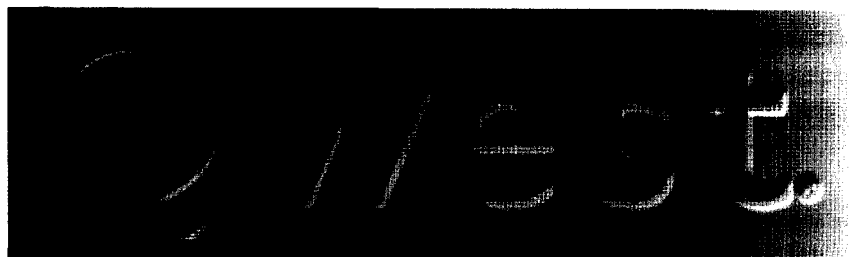
# Internet Basics Multiple Networks



\* Pre-divestiture Configuration

Qwest Internet Access Product Management





# ISP Market Share

## Business ISP Revenues (\$M)

UUNet	1,309	25.3%
AT&T	720	13.9%
GTEI	301	5.8%
PSINet	199	3.8%
Sprint	180	3.5%
Verio	123	2.4%
Cable & Wireless	86	1.7%
Concentric	84	1.6%
Qwest	60	1.2%
Frontier GlobalCenter	28	0.5%
Other	2,081	40.2%

Source: IDC, Dec 99

Qwest Internet Access Product Management

## CONSUMER INTERNET - 3Q99

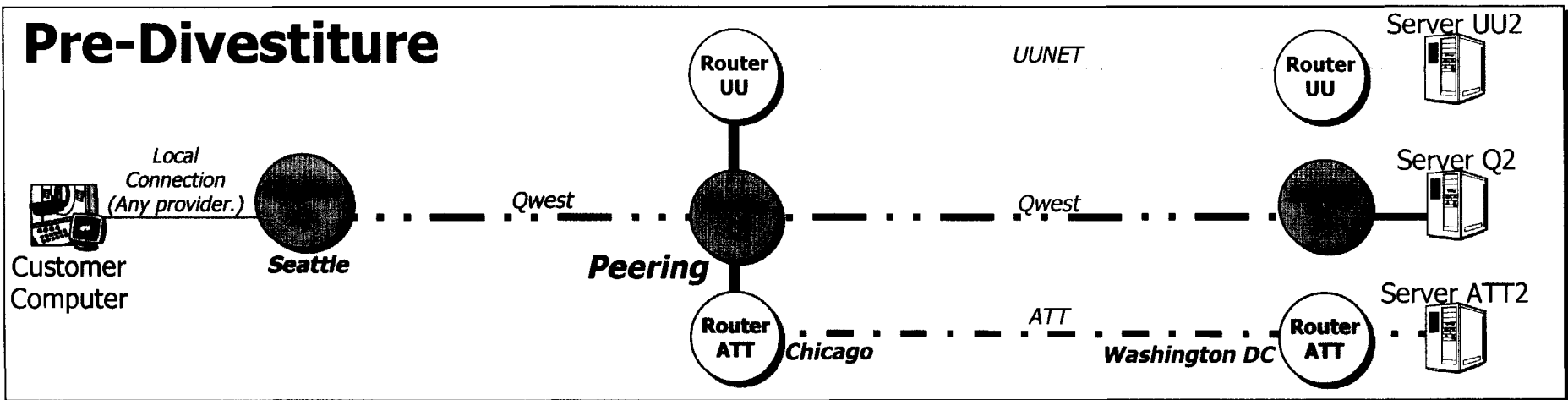
AOL	17,500,000	39.48%
MSN	1,800,000	4.06%
Earthlink	1,566,000	3.53%
AT&T Worldnet	1,500,000	3.38%
Mindspring	1,297,000	2.93%
Prodigy	1,269,000	2.86%
NetZero	1,020,000	2.30%
WebTV	800,000	1.80%
Excite@Home	672,000	1.52%
BellSouth	626,000	1.41%
Gateway.net	600,000	1.35%
OneMain.com	600,000	1.35%
SBC/PacBell	565,000	1.27%
RCN Erols	536,000	1.21%
GTE.net	491,000	1.11%
RoadRunner	420,000	0.95%
USWest.net	387,000	0.87%
Voyager.Net	293,000	0.66%
Alta Vista	286,000	0.65%
Juno	260,000	0.59%
Freei.net	260,000	0.59%
BellAtlantic.Net	200,000	0.45%
Other	11,360,000	25.63%
Qwest	20,000	0.05%



# Qwest Internet Access

Dedicated Access Scenario

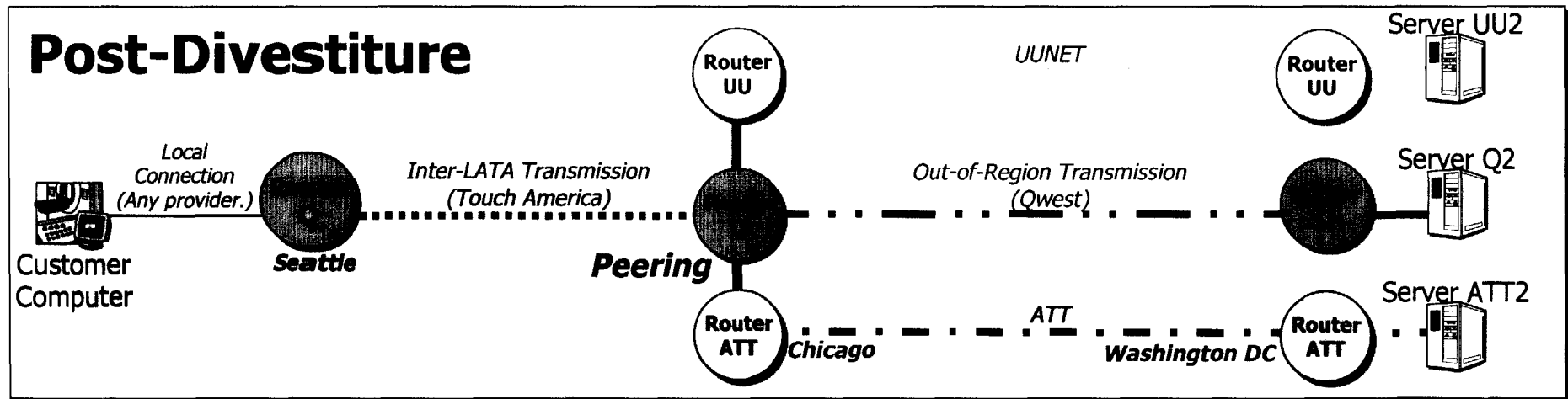
## Pre-Divestiture



Qwest Internet Access Product Management

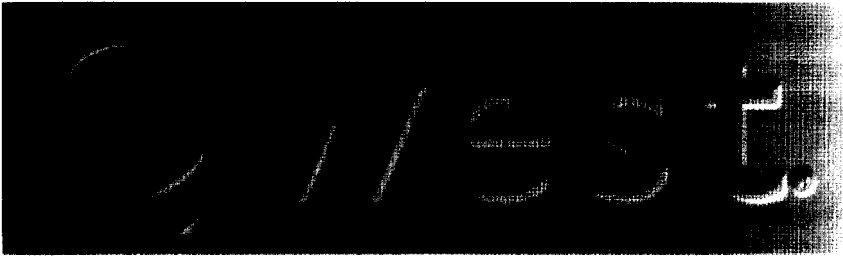
# Qwest Internet Access

Dedicated Access Scenario

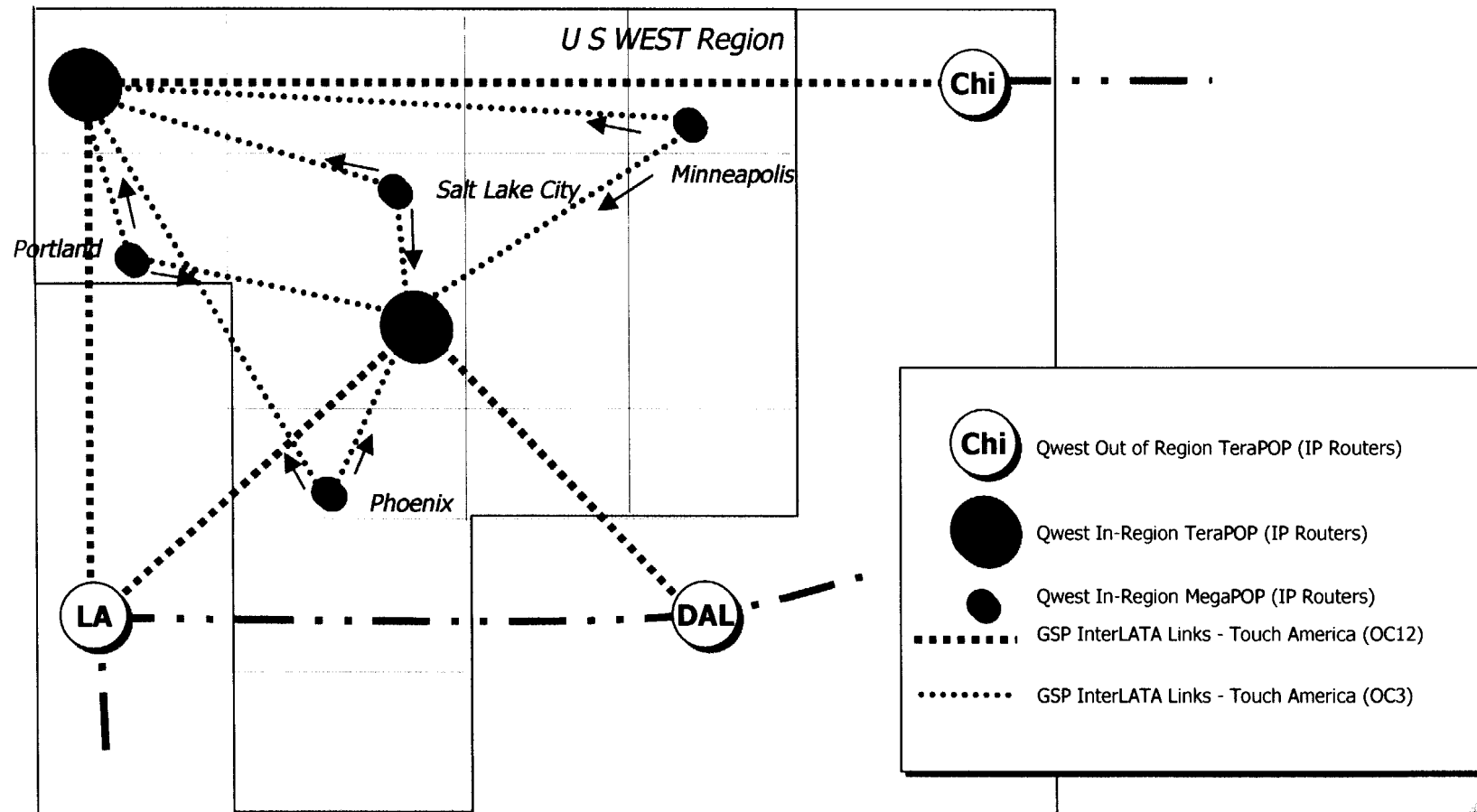


Qwest Internet Access Product Management





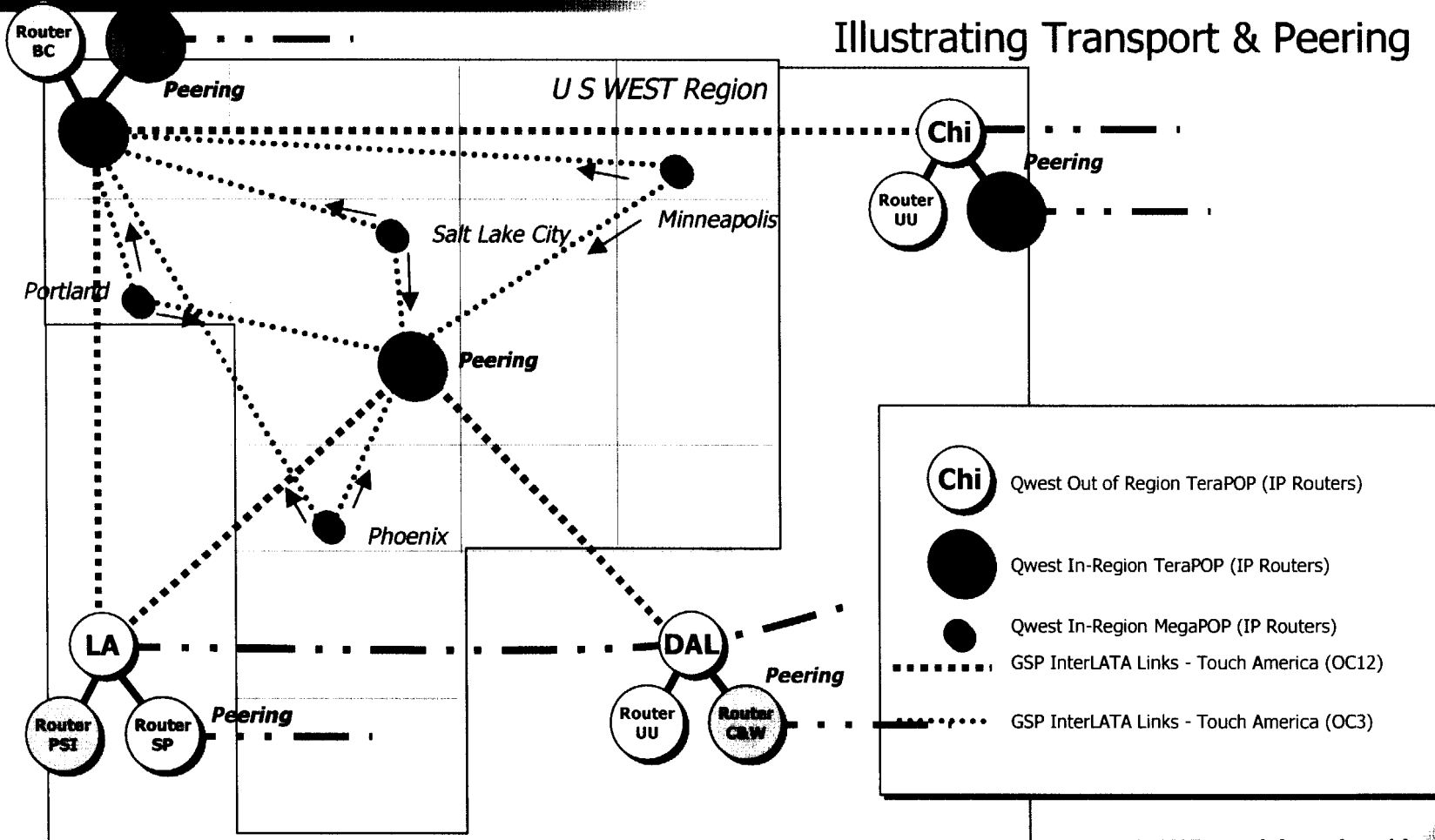
# Qwest & Touch America GSP IP Networks





# Qwest & Touch America GSP IP Networks

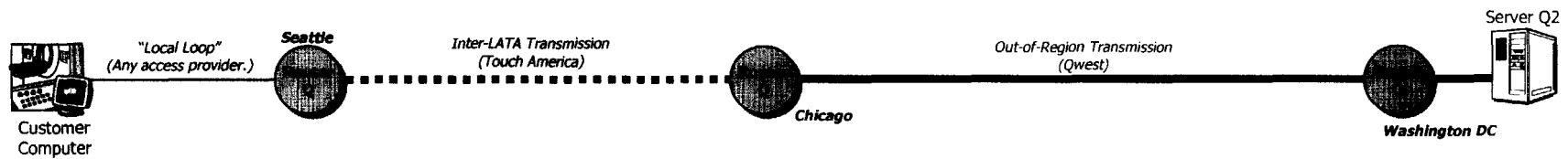
Illustrating Transport & Peering



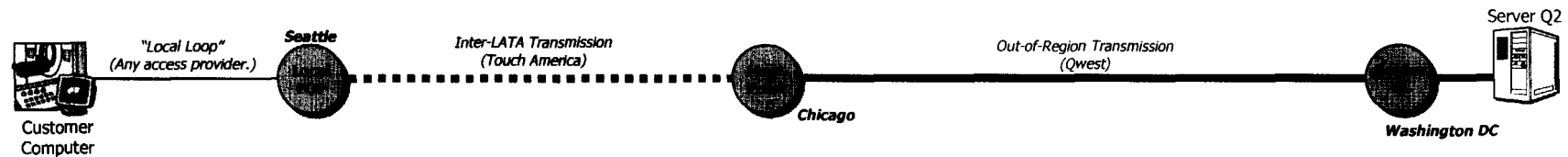
ride the light

# Comparison to Private Line Scenario

## Post-Divestiture-Dedicated Internet Access



## Post-Divestiture-Private Line



## CERTIFICATE OF SERVICE

I, Cecelia Burnett, hereby certify that on this 6th day of April, 2000, copies of the foregoing "Ex Parte Notice" were served by hand delivery (where indicated) or by first class mail to the following:

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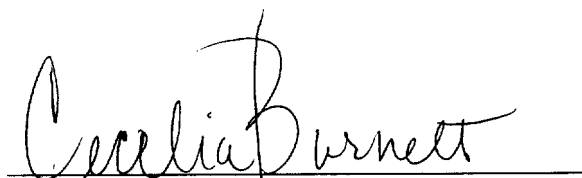
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